



QUARTERLY STATEMENT

AS OF MARCH 31, 2006  
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc.

NAIC Group Code	0707	0707	NAIC Company Code	95467	Employer's ID Number	38-3204052
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health [ ]      Property/Casualty [ ]      Dental Service Corporation [ ] Vision Service Corporation [ ]      Other [ ]      Health Maintenance Organization [ X ] Hospital, Medical & Dental Service or Indemnity [ ]      Is HMO, Federally Qualified? Yes [ ] No [ X ]					
Incorporated/Organized	01/11/1994		Commenced Business	10/11/1994		
Statutory Home Office	17117 W. Nine Mile Rd,			Southfield, MI 48075		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-559-5656		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	17117 W. Nine Mile Rd		Southfield, MI 48075			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-331-4284		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Website Address	www.glhp.com					
Statutory Statement Contact	Chris A. Scherer			248-331-4284		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	cscherer@glhp.com			248-533-4640		
	(E-mail Address)			(FAX Number)		
Policyowner Relations Contact	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-559-5656		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Chris A. Scherer	President	Eric Wexler	Secretary
Robert W. Oberrender	Treasurer		

OTHER OFFICERS

Janice Prewitt	V.P. Health Services	Dawn Koehler	V.P. Government & Public Relations
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DIRECTORS OR TRUSTEES

Deborah Mates Chaskes	Thelma Duggin	Ernest Monfiletto	Adika Nyatiu
Williams Ralston	Stephen T. Swift		

State of .....  
County of ..... ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Chris A. Scherer President	Eric Wexler Secretary	Dawn Koehler V.P. Government & Public Relations
a. Is this an original filing?		Yes [ X ] No [ ]
b. If no,		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		

Subscribed and sworn to before me this  
\_\_\_\_\_ day of \_\_\_\_\_,  
\_\_\_\_\_,

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....			0	0
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (2,198,243) ), cash equivalents (\$ ..... 0 ) and short-term investments (\$ ..... 58,215,497 ) .....	56,017,254		56,017,254	46,889,778
6. Contract loans, (including \$ ..... premium notes)			0	0
7. Other invested assets .....	0	0	0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	56,017,254	0	56,017,254	46,889,778
11. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
12. Investment income due and accrued .....			0	3,248
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	2,550		2,550	0
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....	1,659,708	1,659,708	0	2,137,157
16.2 Net deferred tax asset .....	3,027,534	2,620,538	406,996	406,996
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	8,946		8,946	16,368
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	506,409	506,409	0	141,413
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	0
22. Health care (\$ ..... 3,206,920 ) and other amounts receivable .....	3,206,920	105,823	3,101,097	2,825,519
23. Aggregate write-ins for other than invested assets .....	6,045,507	6,045,507	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	70,474,828	10,937,985	59,536,843	52,420,479
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	70,474,828	10,937,985	59,536,843	52,420,479
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Asset .....	5,476,507	5,476,507	0	0
2302. Deposits and Other .....			0	0
2303. JV Receivable .....	569,000	569,000	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	6,045,507	6,045,507	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	22,795,160		22,795,160	19,120,844
2. Accrued medical incentive pool and bonus amounts .....			0	0
3. Unpaid claims adjustment expenses .....	400,000		400,000	400,000
4. Aggregate health policy reserves .....			0	0
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....			0	0
9. General expenses due or accrued .....	4,630,629		4,630,629	664,882
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	47,415		47,415	36,629
16. Payable for securities .....			0	0
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers) .....			0	0
18. Reinsurance in unauthorized companies .....			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
20. Liability for amounts held under uninsured plans .....			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current) .....	0	0	0	0
22. Total liabilities (Lines 1 to 21).....	27,873,204	0	27,873,204	20,222,355
23. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
24. Common capital stock .....	XXX	XXX		0
25. Preferred capital stock .....	XXX	XXX		0
26. Gross paid in and contributed surplus .....	XXX	XXX	31,763,489	31,763,489
27. Surplus notes .....	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
29. Unassigned funds (surplus) .....	XXX	XXX	(99,850)	434,635
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) \$ ..... ) .....	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) \$ ..... ) .....	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30) .....	XXX	XXX	31,663,639	32,198,124
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	59,536,843	52,420,479
DETAILS OF WRITE-INS				
2101. ....			0	0
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	324,944	322,961
2. Net premium income (including \$ ..... non-health premium income).....	XXX	62,768,017	62,299,336
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	(3,778,250)	(3,468,896)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	58,989,767	58,830,440
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		41,462,583	35,121,984
10. Other professional services .....		1,946,961	2,224,438
11. Outside referrals .....			0
12. Emergency room and out-of-area .....		0	3,199,244
13. Prescription drugs .....		9,272,828	7,749,729
14. Aggregate write-ins for other hospital and medical .....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15) .....	0	52,682,372	48,295,395
<b>Less:</b>			
17. Net reinsurance recoveries .....		117,633	416,294
18. Total hospital and medical (Lines 16 minus 17) .....	0	52,564,739	47,879,101
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 951,756 ..... cost containment expenses.....		1,309,090	1,227,121
21. General administrative expenses.....		6,068,306	6,333,606
22. Increase in reserves for life and accident and health contracts including \$ ..... increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22) .....	0	59,942,135	55,439,827
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(952,368)	3,390,613
25. Net investment income earned .....		626,148	354,413
26. Net realized capital gains (losses) less capital gains tax of \$ .....			0
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	626,148	354,413
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(326,220)	3,745,026
31. Federal and foreign income taxes incurred .....	XXX	46,116	1,399,085
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(372,336)	2,345,941
<b>DETAILS OF WRITE-INS</b>			
0601. Quality Assurance Assessment Program.....	XXX	(3,778,250)	(3,468,896)
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(3,778,250)	(3,468,896)
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401. ....			0
1402. ....			0
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901. Rental Income.....			0
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	32,198,124	40,028,468	40,028,468
34. Net income or (loss) from Line 32 .....	(372,336)	2,345,941	5,777,080
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....		(323,620)	(431,258)
39. Change in nonadmitted assets .....	(162,147)	138,704	(46,948)
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	(14,000,000)	(14,000,000)
43. Cumulative effect of changes in accounting principles .....		0	0
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	870,782
48. Net change in capital & surplus (Lines 34 to 47) .....	(534,483)	(11,838,975)	(7,830,344)
49. Capital and surplus end of reporting period (Line 33 plus 48)	31,663,641	28,189,493	32,198,124
DETAILS OF WRITE-INS			
4701. ....		0	870,782
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	870,782

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	62,487,141	254,788,593
2. Net investment income .....	629,396	1,706,698
3. Miscellaneous income .....	(3,778,250)	(15,053,141)
4. Total (Lines 1 to 3) .....	59,338,287	241,442,150
5. Benefits and loss related payments .....	48,892,973	199,927,866
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,047,624	27,715,064
8. Dividends paid to policyholders .....		0
9. Federal and foreign income taxes paid (recovered) \$ ..... net of tax on capital gains (losses)	(1,719,001)	6,598,495
10. Total (Lines 5 through 9) .....	50,221,596	234,241,425
11. Net cash from operations (Line 4 minus Line 10) .....	9,116,691	7,200,724
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	0	0
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	0	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	0	0
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	0	0
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	0	0
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	(14,000,000)
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied).....	10,786	(10,972,051)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	10,786	(24,972,051)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Lines 15 and 17) .....	9,127,477	(17,771,326)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	46,889,780	64,661,106
19.2 End of period (Line 18 plus Line 19.1) .....	56,017,257	46,889,780

STATEMENT AS OF MARCH 31, 2006 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
<b>Total Members at end of:</b>													
1. Prior Year .....	108,034	0	0	0	0	0	0	0	108,034	0	0	0	0
2. First Quarter .....	108,586								108,586				
3. Second Quarter .....	0												
4. Third Quarter .....	0												
5. Current Year	0												
6. Current Year Member Months	324,944								324,944				
<b>Total Member Ambulatory Encounters for Period:</b>													
7. Physician .....	146,849								146,849				
8. Non-Physician .....	73,531								73,531				
9. Total	220,380	0	0	0	0	0	0	0	220,380	0	0	0	0
10. Hospital Patient Days Incurred	13,389								13,389				
11. Number of Inpatient Admissions	3,250								3,250				
12. Health Premiums Written .....	62,979,497								62,979,497				
13. Life Premiums Direct .....	0												
14. Property/Casualty Premiums Written .....	0												
15. Health Premiums Earned .....	62,979,497								62,979,497				
16. Property/Casualty Premiums Earned .....	0												
17. Amount Paid for Provision of Health Care Services .....	48,890,423								48,890,423				
18. Amount Incurred for Provision of Health Care Services	52,682,372								52,682,372				

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UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....					0	0
7. Title XIX - Medicaid .....	13,738,254	35,152,169	2,188,925	20,606,235	15,927,179	19,120,845
8. Other Health .....					0	0
9. Health Subtotal (Lines 1 to 8).....	13,738,254	35,152,169	2,188,925	20,606,235	15,927,179	19,120,845
10. Healthcare receivables (a) .....					0	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....					0	0
13. Totals	13,738,254	35,152,169	2,188,925	20,606,235	15,927,179	19,120,845

(a) Excludes \$ ..... loans and advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

### (1) Significant Accounting Policies

**Basis of Presentation** – The financial statements of Great Lakes Health Plan, Inc. (GLHP or the “Company”) have been prepared in conformity with the accounting practices prescribed or permitted by the Office of Financial and Insurance Services of the State of Michigan Department (OFIS). These statutory practices vary from generally accepted accounting practices (GAAP) in the following material respects:

The effects of reinsurance are netted against the corresponding assets, liabilities, income, or expenses

Certain assets, such as premiums over 90 days past due, goodwill, excess of book value over market value for securities, and prepaid expenses are “nonadmitted” and are charged against surplus. Under statutory accounting practices, goodwill is amortized over its estimated useful life while goodwill is no longer amortized under GAAP

Income taxes are provided for the current liability without adjustment for deferred tax assets or liabilities attributable to differences between amounts reported for financial statement and for tax return purposes

Computer software applications are treated as a nonadmitted asset and charged against surplus

Surplus notes are included in capital and surplus rather than liabilities. No interest on surplus notes has been expensed or accrued for statutory purposes.

Fixed maturity investments are held at amortized costs; while under GAAP, fixed maturity investments which the Company does not have the positive intent and ability to hold to maturity are recorded at fair value.

Effective January 1, 2003, OFIS required that HMO’s domiciled in the State of Michigan prepare their statutory financial statements in accordance with the National Association of Insurance Commissioner’s (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) as modified by OFIS. Accordingly the admitted assets, liabilities, capital and surplus and the results of its operations and its cash flows of the Company have been determined in accordance with the NAIC Manual. The State of Michigan has provided for transitional implementation of certain Statements of Statutory Accounting Principles (SSAPs) that will impact admitted assets.

***Cash and Cash Equivalents***—For the purpose of the statements of cash flows, cash equivalents represent other short-term investments with original maturities of less than three months.

***Property and Equipment***—Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated lives of the assets and includes amortization of equipment under capital leases. The estimated useful lives of the assets range from three to ten years for computer equipment and furniture.

***Claims Unpaid***—Health care costs are accrued in the period services are provided to the enrolled members based in part on estimates, including an accrual for medical services provided but not yet reported. Such estimates are based on historical payment patterns using actuarial techniques and are regularly reviewed and updated. Differences in estimates resulting there from are reflected in current operations.

***Premiums***—Qualified health plan contracts are entered annually, subject to cancellation by the State of Michigan, Department of Community Health, or the Company upon 90 days written notice on the basis of, and subject to, cause as reflected in the respective contracts. Premiums are due monthly and are recognized as revenue during the period in which the Company is obligated to provide benefits to members.

***Statutory Reserves***—As a condition of licensure with the State of Michigan, the Company is required to maintain a minimum deposit of \$1,000,000 in a segregated account. These funds can only be used by the Company at the direction of the Commissioner. The deposited amounts are stated at fair value and consist of cash and money market funds.

***Provider Reimbursement Arrangements***—The Company reimburses its providers based on contractual agreements that vary in accordance with the terms and conditions of each arrangement. The three most common arrangements are: capitated (fixed) rate paid on a per member per month (“PMPM”) basis; fee-for-service; and per-diem rate. The Company’s various providers are generally paid as follows:

- a. Capitated rate:
  - Primary care providers
  - Pharmacy
  - Laboratory fees
  - Transportation
- b. Fee-for-service:
  - All physician specialists
  - Primary care providers
  - Other medical disciplines (e.g., dentistry, chiropractor)
  - Ancillary services

NOTES TO FINANCIAL STATEMENTS

- c. Per-diem rate and percent of charges:
- Inpatient hospital and emergency (facility)

**Dividends**—Dividends paid by a Michigan HMO are subject to limitations imposed by the Michigan Insurance Code (the “Code”). Under the Code, an HMO may pay dividends only from statutory earnings and capital and surplus. In addition, a Michigan HMO may not pay an “extraordinary” dividend to its stockholders without prior approval of OFIS.

**Use of Estimates**—The preparation of financial statements in conformity with OFIS’ accounting practices and permitted practices requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosures of contingent assets and liabilities as of the date of the statement of admitted assets, liabilities, and capital and surplus—statutory basis, and revenues and expenses—statutory basis for the period reported on. Actual results could differ from those estimates.

- (2) **Accounting Changes and Corrections of Errors**  
No change

- (3) **Business Combinations and Goodwill**  
On June 1, 1999, the Company purchased, for \$2,880,900, (consisting of cash, short-term debt totaling \$746,000 and long-term debt totaling \$659,900) the assets of the Thumb Area Health Plan (“TAHP”), increasing its Medicaid members by 10,335. In connection with the purchase, the Company recorded a covenant not to compete of \$450,000 and goodwill of \$2,430,900.

On February 26, 2004, AmeriChoice Corporation purchased all of the outstanding stock of the Company from HealthCor, Inc for approximately \$28 million. AmeriChoice is a subsidiary of the United Health Group Incorporated.

- (4) **Discontinued Operations**  
No change
- (5) **Investments**  
No change
- (6) **Joint Ventures, Partnerships and Limited Liability Companies**  
No change
- (7) **Investment Income**  
No change
- (8) **Derivative Investments**  
No change
- (9) **Income Taxes**

A. The components of the net deferred tax asset/(liability) at March 31, 2006 are as follows:

(1) Total of all deferred tax assets (Admit and Non)	\$ 3,027,534
(2) Total of all deferred Tax Liabilities	0
(3) Total deferred assets non-admitted	<u>2,620,538</u>
(4) Total of all deferred tax assets Admitted	<u>\$ 406,996</u>
(5) Increase (decrease in deferred tax assets nonadmitted	0

C. The components of current income tax expense for the Qtr ended March 31, 2006 is as follows:

Federal	\$ 46,116
State	<u>-</u>
Total	<u>\$ 46,116</u>

F. The Company’s federal income tax return for the period beginning February 27, 2004 forward will be combined with United Health Group Incorporated. Tax liability for each member of the consolidated group will be determined as if the member had filed a separate federal, state, and local income tax return.

United Health Group Incorporated 41-1321939

- (10) **Information Concerning Parent, Subsidiaries and Affiliates**

- a. The Company is wholly owned by AmeriChoice, Inc. Which is a majority owned subsidiary of United Health Group, Inc.
- Inter-Co Receivable Balance at March 31, 2006 \$0
- b. Inter-Co Payable Balance at March 31, 2006 \$ 47,415
- c. The Company does not hold any investments in its parent or affiliate companies.
- d. Transactions between the Company and its parent and affiliates are not health care delivery related transactions

- (11) **Debt**  
No Change

## NOTES TO FINANCIAL STATEMENTS

- (12) **Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans**  
No Change
- (13) **Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**  
a. Dividend Restrictions  
No Change.
- b. Quasi reorganization  
No change
- c. Surplus Notes  
No change.
- (14) **Contingencies**  
No change
- (15) **Leases**  
No Change
- (16) **Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**  
Not Applicable
- (17) **Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**  
Not Applicable
- (18) **Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans**  
Not Applicable
- (19) **Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**  
Not Applicable
- (20) **September 11 Events**  
Not Applicable
- (21) **Other Items**  
Not Applicable
- (22) **Events Subsequent**  
Not Applicable
- (23) **Reinsurance**  
No Change
- (24) **Retrospectively Rated Contracts & Contracts Subject to Redetermination**  
Not Applicable
- (25) **Change in Incurred Claims and Claim Adjustment Expense**  
Claims Payable increased by \$3,674,316 from \$19,120,844 at December 31, 2005 to \$22,795,160 at March 31, 2006. The portion of incurred expense related to 2005 and prior is \$(3,193,666). Claims adjustment expense was \$400,000 at March 31, 2006 and December 31, 2005.
- (26) **Inter-company Pooling Arrangements**  
Not Applicable
- (27) **Structured Settlements**  
Not Applicable
- (28) **Health Care Receivables**  
No Change
- (29) **Participating Policies**  
No Change
- (30) **Premium Deficiency Reserves**  
Not Applicable
- (31) **Anticipated Salvage and Subrogation**  
Not Applicable

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2004
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2001
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/25/2003
- 6.4

By what department or departments?

Office of Financial and Insurance Services, State of Michigan
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☒ No ☐
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
Exante Bank	Salt Lake City, Utah				Yes	

GENERAL INTERROGATORIES

FINANCIAL

- 9.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes ☐ No ☒
- 9.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

INVESTMENT

- 10.1 Has there been any change in the reporting entity's own preferred or common stock? ..... Yes ☐ No ☒
- 10.2 If yes, explain:  
.....

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes ☐ No ☒
- 11.2 If yes, give full and complete information relating thereto:  
.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....
13. Amount of real estate and mortgages held in short-term investments: .....\$ .....
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes ☐ No ☒
- 14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
14.21 Bonds .....	\$	.....	\$ .....
14.22 Preferred Stock .....	\$	.....	\$ .....
14.23 Common Stock .....	\$	.....	\$ .....
14.24 Short-Term Investments .....	\$	.....	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$	.....	\$ .....
14.26 All Other .....	\$	.....	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$	.....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$	.....	\$ .....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes ☐ No ☒
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes ☐ No ☐
- If no, attach a description with this statement.

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes ☐ No ☒

- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter? ..... Yes ☐ No ☒
- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

- 17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? ..... Yes ☒ No ☐
- 17.2 If no, list exceptions:  
.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	0	0
2. Cost of bonds and stocks acquired		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of		0
8. Amortization of premium		0
9. Book/adjusted carrying value, current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value	0	0

STATEMENT AS OF MARCH 31, 2006 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	51,264,100	70,241,906	63,290,509	0	58,215,497	0	0	51,264,100
2. Class 2 .....	0	0	0	0	0	0	0	0
3. Class 3 .....	0	0	0	0	0	0	0	0
4. Class 4 .....	0	0	0	0	0	0	0	0
5. Class 5 .....	0	0	0	0	0	0	0	0
6. Class 6 .....	0	0	0	0	0	0	0	0
7. Total Bonds	51,264,100	70,241,906	63,290,509	0	58,215,497	0	0	51,264,100
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	51,264,100	70,241,906	63,290,509	0	58,215,497	0	0	51,264,100



SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	58,215,497	XXX	58,215,497	424,033	0

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	51,264,100	68,099,579
2. Cost of short-term investments acquired .....	70,241,906	541,819,224
3. Increase (decrease) by adjustment .....		0
4. Increase (decrease) by foreign exchange adjustment .....		0
5. Total profit (loss) on disposal of short-term investments .....		0
6. Consideration received on disposal of short-term investments .....	63,290,509	558,654,703
7. Book/adjusted carrying value, current period .....	58,215,497	51,264,100
8. Total valuation allowance .....		0
9. Subtotal (Lines 7 plus 8) .....	58,215,497	51,264,100
10. Total nonadmitted amounts .....		0
11. Statement value (Lines 9 minus 10) .....	58,215,497	51,264,100
12. Income collected during period .....	626,148	1,613,688
13. Income earned during period .....	626,148	1,613,688

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

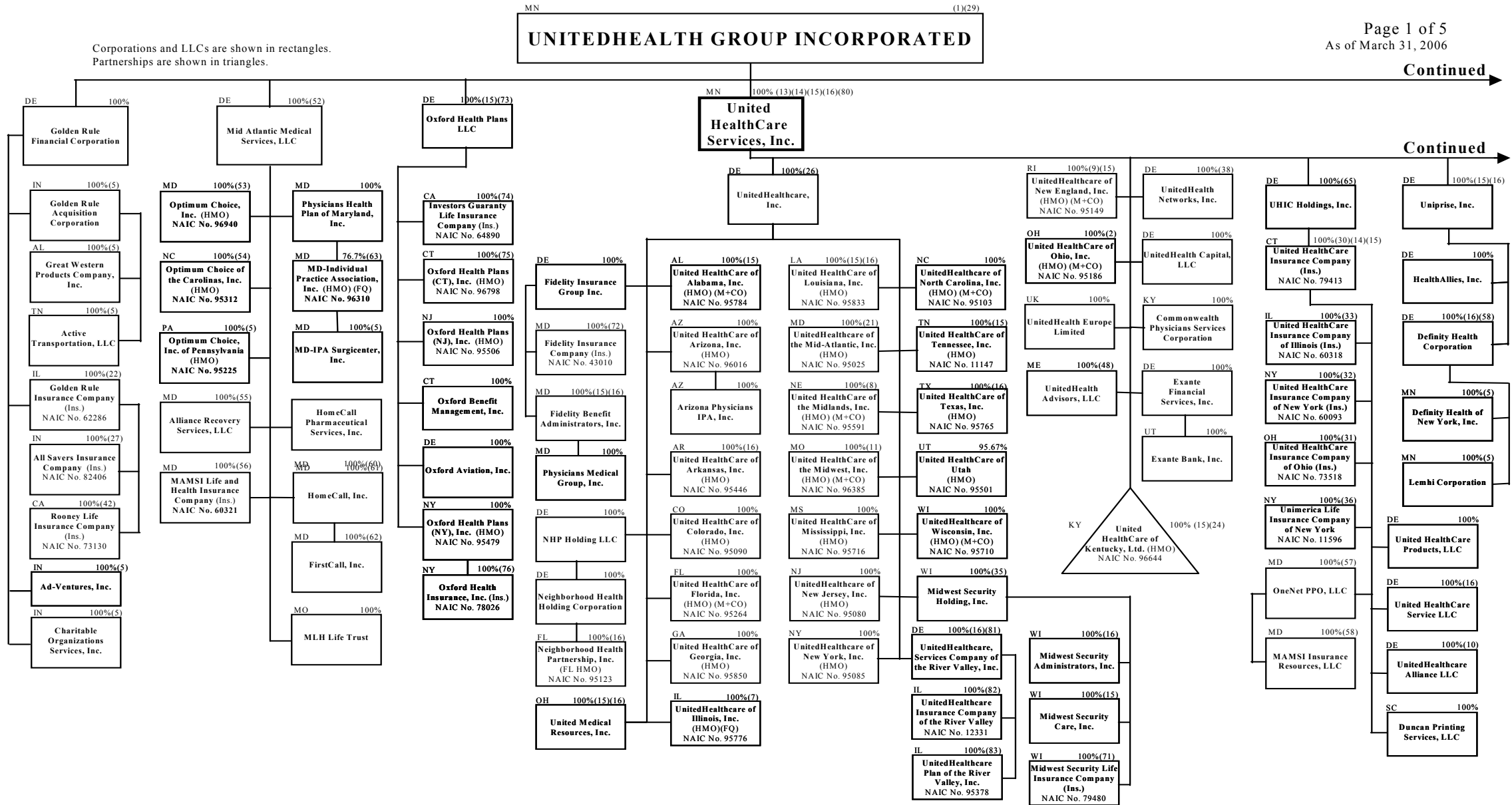
NONE

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	2	Direct Business Only Year-to-Date						
	Guaranty Fund (Yes or No)	Is Insurer Licensed? (Yes or No)	3	4	5	6	7	8	
			Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life and Annuity Premiums and Deposit-Type Contract Funds	Property/ Casualty Premiums	
1. Alabama .....	AL								
2. Alaska .....	AK								
3. Arizona .....	AZ								
4. Arkansas .....	AR								
5. California .....	CA								
6. Colorado .....	CO								
7. Connecticut .....	CT								
8. Delaware .....	DE								
9. District of Columbia .....	DC								
10. Florida .....	FL								
11. Georgia .....	GA								
12. Hawaii .....	HI								
13. Idaho .....	ID								
14. Illinois .....	IL								
15. Indiana .....	IN								
16. Iowa .....	IA								
17. Kansas .....	KS								
18. Kentucky .....	KY								
19. Louisiana .....	LA								
20. Maine .....	ME								
21. Maryland .....	MD								
22. Massachusetts .....	MA								
23. Michigan .....	MI	No	Yes		62,979,467				
24. Minnesota .....	MN								
25. Mississippi .....	MS								
26. Missouri .....	MO								
27. Montana .....	MT								
28. Nebraska .....	NE								
29. Nevada .....	NV								
30. New Hampshire .....	NH								
31. New Jersey .....	NJ								
32. New Mexico .....	NM								
33. New York .....	NY								
34. North Carolina .....	NC								
35. North Dakota .....	ND								
36. Ohio .....	OH								
37. Oklahoma .....	OK								
38. Oregon .....	OR								
39. Pennsylvania .....	PA								
40. Rhode Island .....	RI								
41. South Carolina .....	SC								
42. South Dakota .....	SD								
43. Tennessee .....	TN								
44. Texas .....	TX								
45. Utah .....	UT								
46. Vermont .....	VT								
47. Virginia .....	VA								
48. Washington .....	WA								
49. West Virginia .....	WV								
50. Wisconsin .....	WI								
51. Wyoming .....	WY								
52. American Samoa .....	AS								
53. Guam .....	GU								
54. Puerto Rico .....	PR								
55. U.S. Virgin Islands .....	VI								
56. Northern Mariana Islands .....	MP								
57. Canada .....	CN								
58. Aggregate Other Alien .....	OT	XXX	XXX	0	0	0	0	0	0
59. Subtotal .....		XXX	XXX	0	0	62,979,467	0	0	0
60. Reporting entity contributions for Employee Benefit Plans .....		XXX	XXX						
61. Total (Direct Business) .....		XXX	(a) 1	0	0	62,979,467	0	0	0
DETAILS OF WRITE-INS									
5801. ....									
5802. ....									
5803. ....									
5898. Summary of remaining write-ins for Line 58 from overflow page .....				0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above) .....				0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

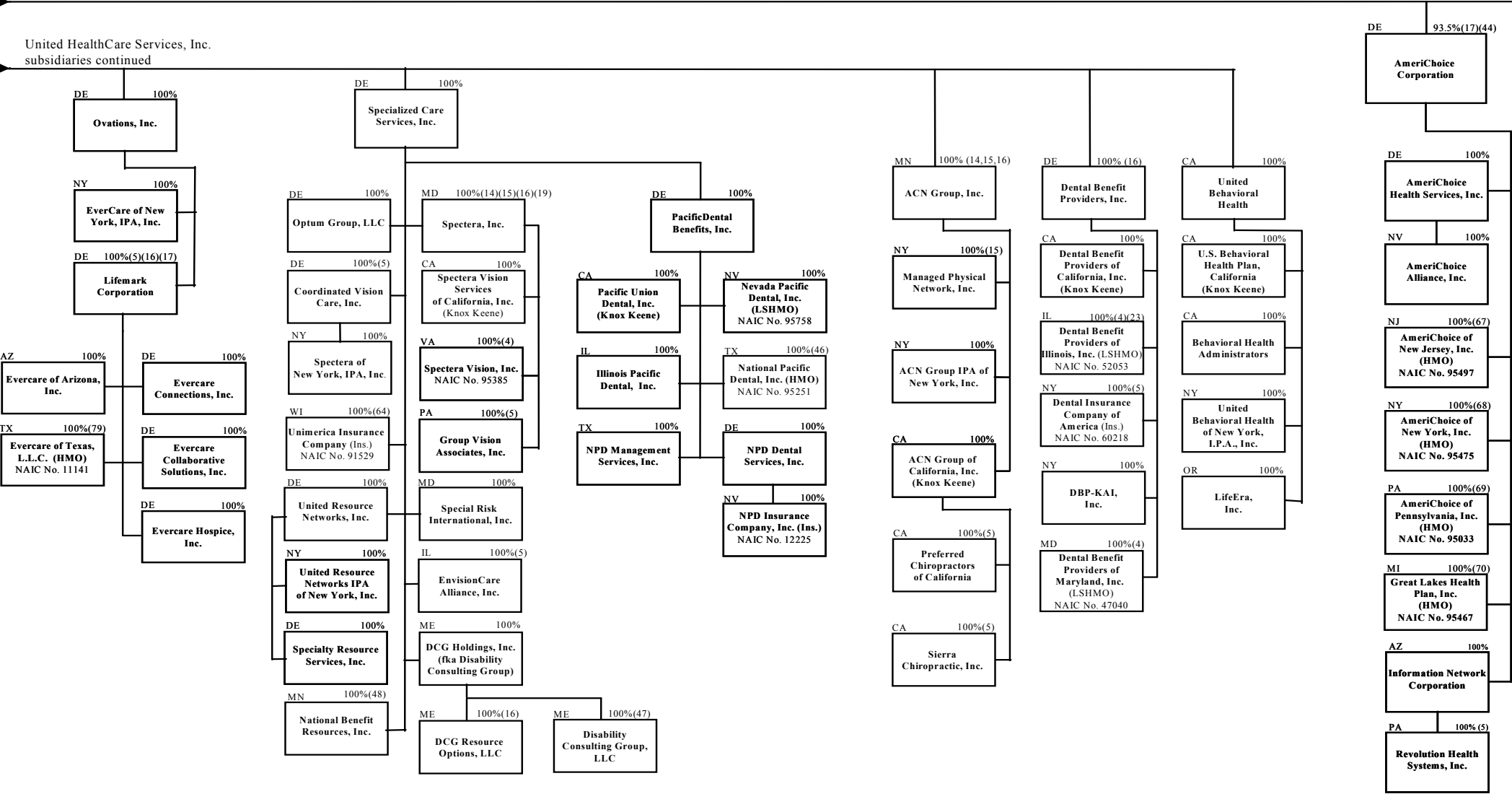


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated  
subsidiaries continued

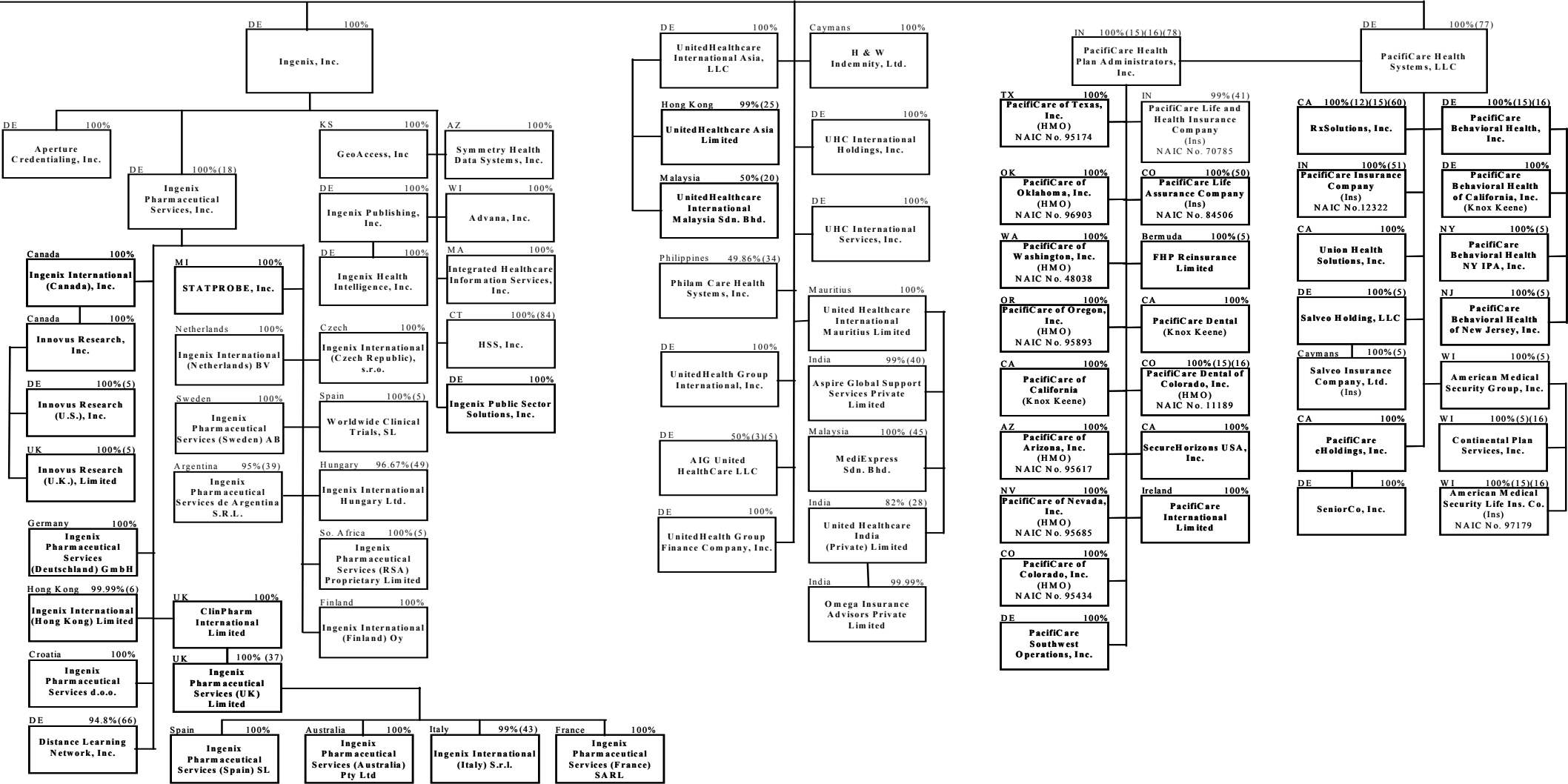
Continued

United HealthCare Services, Inc.  
subsidiaries continued



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

UnitedHealth Group Incorporated  
subsidiaries continued



**OVERFLOW PAGE FOR WRITE-INS**

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE



Schedule DB - Part D - Section 1

NONE

**STATEMENT AS OF MARCH 31, 2006 OF THE Great Lakes Health Plan, Inc.**

## SCHEDULE E - PART 1 - CASH

[illegible]

